

CHARTER COMMUNICATIONS, INC. /MO/
Form 3
May 27, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ADVANCE/NEWHOUSE PARTNERSHIP | | (Month/Day/Year) 05/18/2016 | CHARTER COMMUNICATIONS, INC. /MO/ [CHTR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 5823 WIDEWATERS PARKWAY,Â | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| EAST SYRACUSE,Â NYÂ 13057 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | or Indirect (1) (Instr. 5) | |
|---|---------------------------|---|----------------|--|------------------------------|----------------------------------|----------------------------------|
| Class B Common Units of Charter Holdings Communications, Inc | 05/18/2016 ⁽¹⁾ | Â | ⁽¹⁾ | Charter Communications Class A Common Stock | 30,995,834 ⁽²⁾ | \$ ⁽²⁾ | I See Footnote ⁽¹⁾ |
| Convertible Preferred Units of Charter Holdings Communicatio | 05/18/2016 ⁽¹⁾ | Â | ⁽¹⁾ | Charter Communications Class A Common Stock | 9,333,500 ⁽³⁾ | \$ 267.85 ⁽³⁾ | I See Footnote ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADVANCE/NEWHOUSE PARTNERSHIP 5823 WIDEWATERS PARKWAY EAST SYRACUSE, NY 13057 | Â | Â X | Â | Â |
| NEWHOUSE BROADCASTING CORP 5823 WIDEWATERS PARKWAY E. SYRACUSE, NY 13057 | Â | Â X | Â | Â |
| ADVANCE PUBLICATIONS, INC 950 FINGERBOARD ROAD STATEN ISLAND, NY 10305 | Â | Â X | Â | Â |
| NEWHOUSE FAMILY HOLDINGS, L.P. ONE WORLD TRADE CENTER NEW YORK, NY 10007 | Â | Â X | Â | Â |
| ADVANCE LONG-TERM MANAGEMENT TRUST C/O ROBINSON MILLER LLC ONE NEWARK CENTER, 19TH FLOOR NEWARK, NJ 07102 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Michael A. Newhouse, Vice President, Advance/Newhouse Partnership | 05/27/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael A. Newhouse, Co-President, Advance Publications, Inc. | 05/27/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael A. Newhouse, Trustee, Advance Long-Term Management Trust | 05/27/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael A. Newhouse, Executive Vice President, Newhouse Broadcasting Corporation | 05/27/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael A. Newhouse, Trustee, Advance Long-Term Management Trust, the General Partner of Newhouse Family Holdings L.P. | 05/27/2016 |

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Advance Newhouse Partnership, a New York Partnership ("A/N"), acquired the Class B Common Units (the "Class B Common Units") and the Convertible Preferred Units (the "Convertible Preferred Units") of Charter Holdings Communications, Inc. ("Charter Holdings") disclosed on this Form 3 on May 18, 2016. A/N is entitled to voting rights with respect to the Class B Common Units and the Convertible Preferred Units through ownership of one share of Class B Common Stock, par value \$0.001, of the Issuer.

(2) Upon exchange by A/N, the 30,995,834 Class B Common Units owned by A/N will be exchangeable, at the Issuer's option, into either (i) shares of Class A Common Stock on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days immediately prior to the date of delivery of an exchange notice by A/N.

(3) Each of the 25,000,000 Convertible Preferred Units with face amount of \$100 is convertible, in the hands of A/N and its affiliates, into 0.37334 of a Class B Common Unit and, in the hands of any other person, into 0.37334 of a share of Class A Common Stock, representing a conversion price of \$267.85, subject to customary anti-dilution adjustments.

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Remarks:

EachÂ ofÂ NewhouseÂ BroadcastingÂ CorporationÂ ("NBCo"),Â AdvanceÂ Publications,Â Inc.Â ("API"),Â NewhouseÂ F

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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